

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
:
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
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Debtors. : (Jointly Administered)
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**SUPPLEMENTAL AFFIDAVIT OF HILCO INDUSTRIAL, LLC
PURSUANT TO BANKRUPTCY RULE 2014 AND LOCAL RULE 2014-1**

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

Joseph A. Malfitano, being duly sworn, hereby deposes and says:

1. I am a Vice President and the Assistant General Counsel of Hilco Trading LLC, a member of Hilco Industrial, LLC (“**Hilco**” or the “**Company**”), which maintains an office at 5 Revere Drive, Suite 206, Northbrook, Illinois 60062.

2. Motors Liquidation Company (f/k/a General Motors Corporation) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Company provide services in connection with the proposed sale(the “***De Minimis Sale***”) of certain assets of the Debtors pursuant to the Order Pursuant to Sections 105 and 363 of the Bankruptcy Code (A) Establishing Procedures for the Disposition of *De Minimis* Assets and (B) (i) Authorizing the Debtors to Pay Related Fees, and (ii) Assume, Assume and Assign, or Reject Related Executory Contracts or Unexpired Leases entered by the United States Bankruptcy Court for the Southern District of

New York (the “**Bankruptcy Court**”) in the Debtors’ chapter 11 cases on August 18, 2009 [Docket No. 3830] (the “**Sale Order**”). The Company has consented to provide such services.

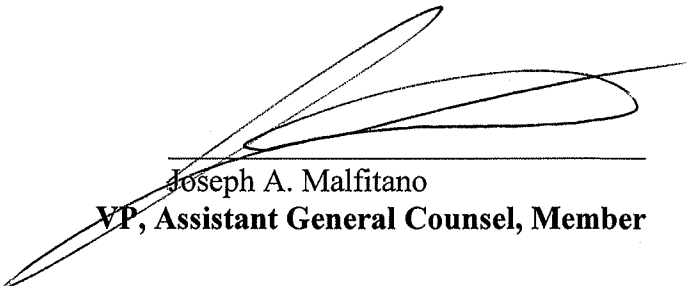
3. I make this supplemental affidavit on behalf of the Company in support of the Application of Debtors For Entry of Order Pursuant To 11 U.S.C. §§ 105(a) And 363(b) Authorizing the Employment and Retention of Hilco Industrial LLC and Maynards Industries (1991) Inc. as Exclusive Marketing and Sales Agents to the Debtors *Nunc Pro Tunc* to October 1, 2009 (the “**Application**”) and in accordance with Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Rules of the Bankruptcy Court.

4. The Company is duly licensed and is authorized to conduct auctions in accordance with the Asset Marketing Agreement, attached to the Application as Exhibit A (the “**AMA**”). The Company has the relevant experience and expertise to assist the Debtors in connection with the *De Minimis* Sale. The Company is a leading international industrial auctioneer and liquidator specializing in valuing and converting idle capital equipment into cash through a multitude of creative sales methodologies and disposition channels including auction, liquidation, private treaty and sealed bid sales. Headquartered in Farmington Hills, Michigan, the Company operates offices in Chicago, Illinois; Grand Rapids, Michigan; Birmingham, Alabama; London, Birmingham, Leeds and Southampton, England; Mexico City, Monterrey, Guadalajara, Villahermosa and Bajio, Mexico; and Toronto, Canada.

5. The Debtors and the Company have agreed that in exchange for services rendered by the Company in connection with the sale of the assets as set forth in the AMA, the Debtors will compensate the Company in accordance with the AMA.

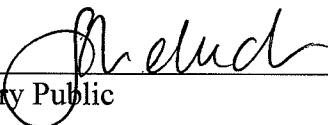
6. The compensation structure set forth in the AMA is reasonable and represents rates that are comparable or below market based on prevailing market standards. In addition, the Company believes that the compensation structure provides an appropriate incentive for the Company to establish a streamline platform for the Debtors to maximize the value of their assets.

Executed on: March 15, 2010



Joseph A. Malfitano
VP, Assistant General Counsel, Member

Subscribed and sworn to before me
this 15 day of March, 2010



Notary Public

